

# **Exhibit “J”**

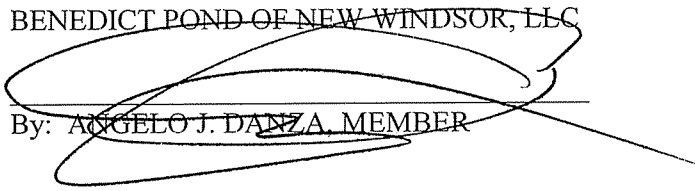
TERMINATION OF MEMORANDUM OF CONTRACT

AGREEMENT made the 7th day of March, 2003, between BENEDICT POND OF NEW WINDSOR, LLC, formerly known as SARJON LLC, a New York Limited Liability Company with offices at 535 High Mountain Road, North Haledon, New Jersey 07508, (hereinafter referred to as the "seller") and K G Cornwall, LLC, a New York Limited Liability Company, c/o Dorfman, Knoebel & Conway, LLP, with offices at 51 North Broadway, Nyack, New York 10960, (hereinafter referred to as the "Purchaser").

NOW, THEREFORE the Seller and Purchaser do hereby agree to terminate a Memorandum of Contract of Sale of Real Property dated the 7<sup>th</sup> day of March, 2003, recorded April 23, 2003 in the Orange County Clerk's office in Liber 11026 at page 1725, copy of which is annexed hereto.

IN WITNESS WHEREOF, THIS AGREEMENT HAS BEEN EXECUTED BY THE PARTIES  
HERETO:

BENEDICT POND OF NEW WINDSOR, LLC

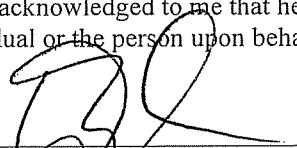
By: ANGELO J. DANZA, MEMBER

K G CORNWALL, LLC

By: 

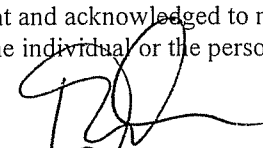
State of New York )  
County of Orange ) ss.:

On MAY 15<sup>th</sup> 2006, before me, the undersigned, a Notary Public in and for said State, personally appeared ANGELO J. DANZA, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

  
Notary Public, State of New York  
DAVID J. ELLNER  
NOTARY PUBLIC STATE OF NEW YORK  
ROCKLAND COUNTY  
LIC. #01EL6047992  
COMM. EXP. 09/18/2006

State of New York )  
County of Orange ) ss:

On MAY 15<sup>th</sup> 2006, before me, the undersigned, a Notary Public in and for said State, personally appeared \_\_\_\_\_, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

  
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